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BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

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In the Matter of	)	
American Society of Travel Agents, Inc. and Joseph L. Galloway	)	
against	)	**Docket OST-1999-6410** -16
United Air Lines, Inc., et. al	)	

ANSWER OF UNITED AIR LINES, INC. TO THE COMPLAINT OF THE AMERICAN SOCIETY OF TRAVEL AGENTS, INC. and JOSEPH L. GALLOWAY

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In the Matter of **American Society of Travel Agents, Inc.** **and** **Joseph L. Galloway** **against** **United Air Lines, Inc., et. al**	**Docket OST-1999-6410**

ANSWER OF UNITED AIR LINES, INC. TO THE COMPLAINT OF THE AMERICAN SOCIETY OF TRAVEL AGENTS, INC. and JOSEPH L. GALLOWAY

OVERVIEW

On October 7, 1999, United Air Lines, Inc. ("United") restructured its commission policies and modified from eight to five percent the commissions it will pay to retail travel agents for domestic travel, subject to certain caps. United's October 7 modification was part of its ongoing program to control distribution costs in an effort to remain competitive as consumers face an ever-increasing set of travel alternatives in a competitive business environment. The commissions United pays to travel agents are not insignificant; distribution costs are United's third greatest expense, behind only employee compensation and fuel.[1/]

[1/] For the 12-months ended second quarter 1999, United's domestic passenger commission expense, as reported on DOT Form 41, was $741.9 million; during the same period, United's reported system-wide commission payments exceeded $1.2 billion.

Nearly three weeks after United made its announcement of the change in its domestic commission structure, the American Society of Travel Agents and James L. Galloway, ASTA's President and Chief Executive Officer (collectively, "ASTA"), filed a formal Complaint against United pursuant to 49 U.S.C. § 41712, alleging that United's action was an "unfair method of competition," and asking the Department to order United to cease and desist from implementing its modified commission policies. Cmplt. at p. 20.

As demonstrated below, United's modification of its domestic commission structure is entirely lawful. ASTA's claim that the new commission structure either is "unfair" or otherwise unlawful is wholly without merit, and reflects nothing more than ASTA's effort to persuade the Department to intervene in the marketplace to protect the financial interests of its members, not the interests of the traveling public. As detailed below, ASTA's Complaint is unsound as a matter of law, unsubstantiated as a matter of fact, and fails to establish any cause of action under Section 41712. The Complaint should, therefore, be promptly dismissed?

THE RELEVANT STANDARD - THE PUBLIC INTEREST

Title 49, Section 41712 provides:

2/ Consistent with 14 C.F.R. § 302.207(b), this Answer responds to the allegations contained in ASTA's Complaint. United notes, however, that because ASTA did not set forth its allegations in numbered paragraphs, its Answer must respond to myriad allegations scattered throughout ASTA's Complaint. Further, ASTA's Complaint contains a number of allegations that appear to be wholly immaterial to ASTA's request for relief. To the extent that United does not address a particular allegation, the allegation should be deemed denied.

> On the initiative of the Secretary of Transportation or the complaint of an air carrier, foreign air carrier, or ticket agent, and if the Secretary considers it is in the ***public*** interest, the Secretary may investigate and decide whether an air carrier, foreign air carrier, or ticket agent has been or is engaged in an ***unfair or deceptive practice or an unfair method of competition*** in air transportation or the sale of air transportation.

49 U.S.C. § 41712 (emphasis added). Section 41712 makes clear that, before even commencing an investigation, the Secretary must conclude that the issue "is in the public interest." As the Supreme Court observed, "'[t]he section is concerned not with punishment of wrongdoing or protection of injured competitors, but rather with ***protection of the public interest.***"' ***Nader v. Allegheny Airlines, Inc.,*** 426 U.S. 290, 301 (1976) (emphasis added), ***quoting American Airlines, Inc. v. North American Airlines, Inc.,*** 351 U.S. 79, 85 (1956). Precisely because the Department's jurisdiction is based on the protection of the public interest, alleged violations of private rights -- such as those claimed here by ASTA -- are not redressable by section 41712 or its predecessor, section 411:

> [A]n administrative agency, with authority similar to that of this Board, may not employ its powers to vindicate private rights. If the Board were to assume jurisdiction over all such matters, the public-private distinction which lies at the base of its jurisdiction under § 411 would be hopelessly blurred. The maintenance of such distinction requires that the Board assume jurisdiction under § 411 only in those cases where the injury to the public is ***substantial.***

REA Express, Inc. v. Civil Aeronautics Bd., 507 F.2d 42, 46 (2d Cir. 1974) (emphasis added) (internal citations omitted).

ANSWER

1. UNITED'S COMMISSION RATE MODIFICATION IS CONSISTENT WITH THE GOALS OF DEREGULATION

The restructuring of commission rates is entirely consistent with and in furtherance of the goals of deregulation in the airline industry. Since deregulation, the airlines have had to make their way in a competitive environment. Areas of pricing, routing and marketing, which had been subject to pervasive governmental regulation since 1938, were now open for competition among carriers. The market has evolved over time and continues to evolve as the airlines seek new ways to control costs and remain competitive.

Indeed, during the early days of deregulation, the CAB disapproved intercarrier agreements setting uniform commission rates and preventing carriers from using and compensating persons other than conference appointed agents for selling air transportation? ***See Investigation in to the Competitive Marketing of Air Transportation — Agreements Phases —*** CAB Order 82-1 2-85, ***IATA Agreements Concerning Agency Matters — Uniform Commission Rates —*** CAB Order 78-8-87 and CAB Order 80-2-33. In disapproving the ATC and IATA exclusivity agreements, the CAB opined that, by eliminating such agreements, "competition can be brought to bear on the marketing industry . . . [and provide a] spur to continued efforts to attain greater efficiencies fundamental to competitive economic performance." CAB Order 82-1 2-85

3/ ASTA supported the Board's decision to end the carriers' practice of setting commission rates by agreement, but opposed the decision to end exclusivity.

at 4. The CAB further stated that ". . . . [w]e think that the distribution system that evolves should be determined by the marketplace" and "individual air carriers have the right to require their agents to adhere to the prices they set if they conclude that it is in their economic interest." Id. at 6, 91.

Recent changes in the distribution process, particularly the development of electronic ticketing and the use of the Internet as a sales tool, have confirmed the CAB's expectations, as increased competition among carriers has spurred efforts at all levels of the distribution chain to reduce costs and operate more efficiently! Indeed, consumers can go to Travelocity.com, Expedia.msn, Priceline.com, the United connection, and hundreds of other sources to obtain information and even bargain with the airlines for the lowest fares. These developments have served to make it more imperative than ever that airlines control their costs and it is only logical that United would look to contain its distribution costs, its third greatest expense. United estimates that its October 7 modification will result in approximately $150 million savings annually. Thus, United's decision to reduce the commission paid for domestic travel is just one part of its on-going process to reduce its costs in order to continue to offer competitive service to consumers, and in no sense constitutes an unfair method of competition in violation of Section 41712.

ASTA's request for relief is in fact diametrically opposed to the goals and purposes of deregulation. In order to respond to the demands of consumers in an

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4/ The availability of Internet technology allows travel agents to reduce their own distribution costs and improve marketing opportunities.

increasingly competitive marketplace, United must reevaluate on a daily basis how it should expend the resources that have been allocated for distribution costs. In its Complaint, however, ASTA essentially asks the Department to micromanage the business decisions of United by dictating how United should allocate these resources. If the Department were to assume such responsibility, United would not be in a position to respond to the competitive environment and the goal of deregulation -- to protect and promote competition -- would be thwarted.

2. ASTA'S CLAIM OF UNFAIR COMPETITION LACKS ANY FACTUAL SUPPORT

Even assuming *arguendo* that ASTA's Complaint raised an issue cognizable under Section 41712 -- which it does not -- there is no factual support for its claims of unfair competition. ASTA proclaims that "[a]rmed with opportunity, the airlines are now embarked on a campaign to eliminate or at the least severely impair the public's access to travel agents. That course of conduct had substantially reduced, and now threatens to eliminate, competition in the market for travel services and to injure consumer welfare." Cmplt. at p. 9. Reality, however, belies ASTA's proclamations?

5/ ASTA claims, without any support, that carriers' efforts to reduce costs do not result in fare savings to passengers. Cmplt. at p. 19. The recent report of the Transportation Research Board ("TRB") on competition in the airline industry concluded, however, that the industry is "characterized by significant price competition," and that, adjusted for inflation, average fares declined 25 percent from 1990 to 1998. Entry and Competition in the U.S. Airline Industry: Issues and Opportunities, Transportation Research Board Special Report 255 at 1-4. The TRB report also found that changes in average fare levels closely correlated with changes in carriers' costs, "suggesting that the gains from deregulation have not been eroding over time." Id.

First, ASTA's claims of reduced competition in the marketplace are not only unsubstantiated, but are plainly wrong. Most importantly ASTA's retail travel agent members are selling agents for their carrier principals, not the airlines' horizontal competitors in the sale of air transportation! Because ASTA's members are not horizontal competitors of United (or the other airline respondents) in the sale of air transportation, United's unilateral decision as to the base level commission to pay an agent cannot, as a matter of law, constitute an unfair competitive practice within the meaning of Section 41712 of the statute.

In any event, ARC data relating to the number of ARC-accredited travel agency locations in the United States shows that the number of travel agencies has grown significantly since deregulation, including considerable growth in the 1990s.[7/] These data prove that travel agents continue to play a major role in the distribution of travel products, notwithstanding prior reductions in agency commissions!'

6/ See, e.g., Brian Clever, Inc. v. Pan American World Airways, Inc., 674 F. Supp. 782 (C.D. Cal. 1986), aff'd, 811 F.2d 1507 (9th Cir. 1987); See also Order 99-4-1 9 at 6 and n.2 (dismissing a third-party complaint the Association of Retail Travel Agents ("ARTA") filed against several airlines and the International Air Transport Association alleging unfair competition in part because ARTA had failed to show that for antitrust purposes retail travel agents compete with airlines in the sale of air transportation).

7/ Even though the total number of ARC-accredited travel agency locations has declined since 1994, when individual airlines began taking steps to control their distribution costs, there are still more than 44,000 ARC-accredited agency locations currently in business, nearly triple the number in existence in 1978 when the Airline Deregulation Act was enacted.

8/ Indeed, Mr. Galloway is reported to have told agents attending ASTA's 69th World Travel Congress in November that agents will "ring up more than $100 billion in sales annually . . . [and that] '[t]he future for the industry looks good,"' despite agents having "'lost

Second, ASTA proffers no support for its claims that the airlines have attempted to eliminate or impair access to travel agents. In 1995, United relied on travel agents to sell 81% of its tickets. Notwithstanding the growth of Internet and direct reservations services, United still relies upon travel agents to sell over 80% of its tickets. But that does not mean that travel agent commissions are immune from the cost-cutting measures that United must pursue to compete more effectively in the global marketplace. Rather, United's commission rate reductions are just one of the many measures that United has pursued, both internally and externally, to cut costs and to increase its ability to compete? In addition to the substantial wage and benefit concessions United's employees have made over the past few years, United has invested heavily to update its fleet of aircraft with the most fuel efficient models available in order to minimize fuel costs, and pioneered electronic ticketing and Internet sales to reduce distribution costs. ASTA overlooks these plain facts when it contends that United

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our monopoly on the distribution of travel' . . ." <u>Travel Weekly</u>, November 15, 1999 at 1.

Moreover, airline commissions are just one of many sources of revenue for travel agents. Travel agents are paid commissions on, among other things, hotel, car rental, and tour package bookings.

9/ Even with its continuing efforts to reduce distribution costs, United is still at a substantial cost disadvantage to a carrier like Southwest. For example, for the 12-months ended second quarter 1999, Southwest's passenger commission expense, as reported on Form 41, was $175.6 million, an average of $2.84/passenger. United, by comparison, paid an average commission per domestic passenger during this period of $9.62. This difference in average per passenger commission expense increased United's costs relative to Southwest's by more than $500 million.

has "embarked on a campaign to eliminate or at least severely impair the public's access to travel agents." Cmplt. at pp. 9-10.

3. THERE IS NO FACTUAL BASIS FOR ANY OF ASTA'S ALLEGATIONS REGARDING AIRLINES' EFFORTS TO RAISE TRAVEL AGENT COSTS AND IMPAIR TRAVEL AGENT EFFICIENCY

Although ASTA's request for relief focuses solely on the allegation that the reduction of commission rates from eight to five percent constitutes an unfair method of competition, ASTA's Complaint contains a smattering of other factual allegations against United, other airlines and other parties that ASTA did not name as defendants in its Complaint?' United will attempt to address these allegations to the extent that they might be read to relate to United.

A. ARC's Policies, Which Are Formulated With Input From ASTA, Are Not Designed To Add Unnecessary Burdens To Or Discriminate Against Travel Agents

ASTA criticizes a number of ARC's proposals, policies and requirements, including the Certified ARC Specialist ("CA,") examination, a requirement that travel agents secure valuable documents in a locking safe, the use of the Electronic Reservations

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10/ For example, ASTA claims that some of the Global Distribution Systems ("GDS"), owned wholly or in part by airlines, have stopped offering productivity credit for unticketed passive segments, and have enforced productivity penalties rigorously, while airlines impair agents' ability to meet the contractual thresholds. These allegations against a non-carrier appear misplaced in a Complaint brought under section 41712 which is applicable to air carriers, foreign air carriers, and travel agents. Moreover, to the extent that ASTA's Complaint could be read to implicate United's ownership interest in one of the GDSs -- Galileo – United notes that it has merely a 17% investment interest in Galileo and United does not control the management, operations or decision-making of Galileo. In any event, all of the GDSs operating in the U.S. have announced various changes in their subscriber agreements which address the concerns raised by ASTA in its Complaint regarding productivity quotas. See, e.g., Travel Weekly, October 28, 1999, at 1.

Service Provider Identification Number program ("ERSP"), and the use of the Travel Agent Service Fee ("TASF") plan instead of including travel agent service fees on the face of a ticket. ASTA suggests that each of these proposals or requirements either imposes unreasonable costs on travel agents, or is designed in some way to discriminate against travel agents. Such allegations are unfounded.

As ASTA is well aware, its interests are well represented when ARC is considering any new policy. Indeed, ARC adopted each of the policies about which ASTA complains only after consulting with its Joint Advisory Board -- Agent Reporting Agreement -- an advisory board on which ASTA holds a permanent seat, and which is comprised of six airline representatives and six travel agent representatives. Additionally, if ASTA or any other JABARA board member wants to challenge an ARC rule or policy, they are permitted -- pursuant to the JABARA bylaws -- to bring such a challenge before an independent arbitration panel?'

Further, none of the ARC policies targeted by ASTA were designed to harm travel agents, but rather, were adopted in furtherance of legitimate business interests of the travel industry. For example, the ARC certification requirements, which apply only to

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11/ ASTA's Complaint wholly fails to mention that in 1991 it arbitrated its complaint about ARC's sharing of travel agent total sales information with the airlines. After a hearing, an independent arbitration panel found that there was nothing unreasonable about the sharing of this data, and that ASTA had failed to show that travel agents were harmed by the release of the data. Not only does ASTA's renewed complaint ignore the panel's finding, but it disregards United's legitimate business interest in knowing about the sales activities of its agents.

new locations or existing locations under new ownership, were adopted in consultation with ASTA in order to enhance the professionalism of the travel agent industry.

Similarly, after a rash of stolen airline tickets, ASTA requested that ARC adopt rules relating to security. ASTA actively participated in that rulemaking process. Eventually, after considerable consultation with and input from ASTA, ARC adopted the requirement that agents secure documents in a locking safe. If a travel agent complies with the ARC security requirements, the airline -- and not the travel agent -- will bear the financial loss in the event of stolen tickets.

The ERSP program was adopted for legitimate business reasons to allow airlines to identify the source of ticket sales and to maintain inventory control. It is necessary for airlines to prevent unauthorized individuals from accessing the airlines' inventory and then attempting to sell seats to the traveling public. Contrary to ASTA's allegations, ARC has not been collecting a "renewal" fee for the ERSP number.

Finally, United researched in good faith the possibility of including travel agent service fees on the face of airline tickets and found this proposal to be unworkable. However, the concerns of the travel agents were addressed when ARC adopted the TASF program, an automated system used by the GDSs to allow travel agents to assess fees and settle their accounts more efficiently, as part of the ARC Area Settlement Plan. The TASF program has been successful and has served the travel agents' interests.

B. ASTA's Claims Of Discrimination And Efforts To Impair Travel Agents Are Without Merit

ASTA's claims of discrimination against travel agents are without legal merit. The Department has entertained enforcement actions for discrimination only if the complainant established a prima facie case of "invidious discrimination" based on race, creed, religion, age or sex. ***See Cosmos Travel Agency v. British Airways and Cosmopolitan Travel Services --*** DOT Order 92-2-46 at p. 4. ASTA has not alleged any such discrimination, and thus, its claims are without a legal basis.

ASTA's claims of discrimination also are without factual merit. First, ASTA alleges that airlines refuse to permit agents to offer certain benefits and concessions to consumers, such as the refund of so-called "non-refundable" tickets, while reserving to themselves the right to make such refunds. This is plainly false. United does, on a limited case-by-case basis, allow both its own employee ticket agents, and travel agents, to offer refunds on "non-refundable" tickets.

ASTA also alleges discrimination with respect to the prohibition on the sale of 'back-to-back' and 'hidden city' tickets. Again, such allegations are unfounded. United generally prohibits the sale of 'back-to-back' and 'hidden city' tickets where the purpose or effect of the practice is to evade its published fares. To deal with this improper practice, United has adopted uniform, across-the-board policies -- applicable to both travel agents and employees -- to discourage the sale of such tickets?

12/ Specifically, Rule 100 of United's tariff states that: "***UA agents and authorized travel agents*** are prohibited from issuing tickets, commonly referred to as "back to back", under such circumstances when there is obvious intent to abuse and/or misuse restricted

ASTA also complains that SATO, Inc. ("SATO") was exempt from the commission caps and ticketing restrictions that the carriers had imposed upon travel agencies in 1995. First, this claim is moot because the airlines sold SATO to private investors in 1998. More importantly, SATO was a not-for-profit corporation that did not receive any commissions and earned no profit. SATO was merely permitted to retain the percentage of each ticket it sold necessary to recover its costs.

The remainder of ASTA's allegations challenge legitimate marketing practices United has implemented, none of which in any way impair access to travel agents. United's special low fare Internet pricing is merely one of these countless marketing tools in an increasingly competitive marketplace. Further, United implemented changes to its frequent flyer program -- including requiring that customers redeem miles from United -- in an effort to control inventory and ticket fulfillment. Such action, however, had no impact on travel agents' revenues since frequent flyer tickets are not subject to commissions. Finally, United has adopted code-sharing relationships and policies in an effort to remain competitive.

AFFIRMATIVE DEFENSES

In accordance with 14 C.F.R. § 302.207(b), United sets forth the following affirmative defenses:

1. ASTA's Complaint fails to set forth a basis on which enforcement action can be taken under 49 U.S.C. § 41712.

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round trip fares." (emphasis added).

2. The agreement between United and its authorized travel agents expressly authorizes United to establish its own commission levels and stops travel agents from bringing this action relating to United's commission rates.

3. The relief sought by ASTA is barred by the Airline Deregulation Act in that ASTA has requested the Department of Transportation to restrict competition between airlines and influence prices for air transportation through regulation of commissions and distribution rather than reliance on actual and potential competition between airlines.

CONCLUSION

Because ASTA's Complaint is without merit, United respectfully requests that the Complaint be promptly dismissed?'

Respectfully submitted,

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Dated: December 10, 1999

13/ United denies any allegations of fact contained in ASTA's Complaint that are not expressly admitted herein. Of course, United will be glad to address any other specific issues, as requested by the Department.

CERTIFICATE OF SERVICE

I certify that I have this date served a copy of the foregoing Answer of United Air Lines, Inc. To The Complaint Of The American Society Of Travel Agents, Inc. And Joseph L. Galloway on all the persons named on the attached Service List by causing a copy to be sent via hand-delivery, as indicated by an asterisk, and first-class mail, postage prepaid.

Kathryn Dionne North

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